

**Dubé, Rosanne (INFC)**

**From:** Greg Smith <Greg.Smith@p3canada.ca>  
**Sent:** November 7, 2017 8:12 AM  
**To:** Boileau, Darlene (INFC); Cantlie, Cynthia (INFC); Dwivedi, Garima (INFC); [REDACTED]  
**Cc:** Alex Jeglic  
**Subject:** Requested Documents  
**Attachments:** Tab 4 - Transition Management Plan Update.docx; P3 Canada Fund Projects Status - Nov 6, 2017.docx; Claim Binder Table of Contents Template.docx; Claim Payment Approval Routing Slip Template.docx; Claim Substantiation Note Template.docx; Payment Conditions Checklist Template.docx

Documents requested from meeting yesterday. I suggest INFC use track changes for the transition plan as many individuals will be making edits which will have to be incorporated into a final piece, we will do the same.

Greg

Greg

**Greg Smith**

PPP Canada | [www.p3canada.ca](http://www.p3canada.ca)

Vice President, Finance, Risk, Administration and Chief Financial Officer

Vice président, Finances, gestion du risque, administration et Dirigeant principal des finances

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# **Transition Management Plan for PPP Canada - Update**

## **INTRODUCTION**

This Transition Management Plan Update provides current information on measures taken by the Corporation since the Transition Management Plan was tabled at the June 7, 2017 Board Meeting. The Transition Management Plan was designed to ensure responsible and significant reduction in corporate capacity and resources in ways that:

- Reflect professional excellence, best practices, and sound stewardship of public resources;
- Maximize benefits to the shareholder with respect to investments made in human capital, intellectual property, and P3 projects;
- Respect relationships with clients, partners, and stakeholders established over the past eight years;
- Provide support to staff and facilitate their relocation within the federal sector.

### **Part A. Developments regarding the communication and timing of the Transition Management Plan**

Formal notice was received by letter dated October 30, 2017 from Minister Sohi to Acting Chair Bill McMackin informing of the Government direction to dissolve PPP Canada effective March 31, 2018.

### **Part B. Transition Updates based on Business Lines**

This section of the Transition Plan addresses the key transition activities that have transpired since June 7, 2017 based on the following four business lines:

1. *P3 Canada support to other levels of government;*
2. *Federal sector P3 expert advisory services;*
3. *P3 knowledge development and sharing services* – including packaging and transfer of the associated P3 intellectual property;
4. *Corporate Excellence* – including our HR reduction plan

#### **1. Transition activities for P3 Canada support to other levels of government**

The activities below will ensure the effective wind-down and transfer of the Corporation's responsibilities under this business line.

- ***P3 Canada Fund portfolio management*** – This is the primary focus of our transition activity related to this business line. There are 2 projects of our portfolio of 25 in the procurement stage and we are managing both towards finalization of Financial Agreements before December 31, 2017. There are ongoing/future performance-based

payment liabilities of approximately \$1.3B over the next five years. All 25 Agreements will now need to be novated which requires consent from PPP Canada, the Recipient and INFC. PPP Canada can take the lead on drafting novation agreements unless instructed otherwise. Any amendments required to the Financial Agreement will be done after novation and will become the responsibility of INFC.

- ***P3 Canada Fund project development and investment work has concluded (SEE TAB A) – No new work anticipated;***
- ***Support to the Interim Project Advisory Group for the CIB*** - Support to the Advisory Group has been completed and no additional work is contemplated.

**2. *Transition activities for federal sector P3 expert advisory services (ALSO SEE TAB B);***

The activities below will ensure the effective wind-down and transfer of the Corporation's responsibilities under this business line.

- Exit strategies have been formally communicated to our non-Public Services and Procurement Canada (PSPC) clients and our services have been discontinued.
- Exit strategies with PSPC projects have been formally communicated and all work was discontinued by November 2, 2017;
- As well, we have commenced planning for a final CFO Community meeting including TBS and OCG representatives to discuss among other things our exit from this business line and the resulting implications for their organizations.

**3. *Transition activities for P3 knowledge development and sharing services***

- We have created an inventory of our KDS products and are identifying those entities to which we may potentially transfer our knowledge products in the federal sector, in other levels of government, and in the domestic and international P3 stakeholder community;
- Our KDS products will be packaged accordingly and shared with the designated recipients by December 31, 2017.

**4. *Transition activities for the Corporate Excellence business line***

The activities noted below will ensure the effective wind-down and transfer of the Corporation's responsibilities under this business line.

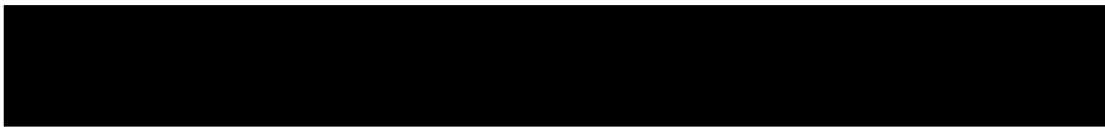
- ***Workforce update as of November 6, 2017***
  - We have identified key skills requirements, and retained 3 key staff, and contract resources, to ensure that the Corporation retains the essential core financial

stewardship, portfolio project management, legal, and human resource management skills during transition through to March 31, 2017.

- By November 6, 2017, twelve (12) employees remain on staff. Of these 12 employees, 1 is working under an MOU's with PSPC and is expected to be retained, 1 is the CEO and 3 have been strategically secured through retention agreements ending March and June 2018 respectively. The remaining 7 are still actively seeking employment and were given their notice of termination on October 27, 2017 and remain employed by the Corporation through their termination date on December 8, 2017.
  - We continue to provide employees with on-site support for employment search activities from review of résumés, covering letters, marketing of available employees to other organizations, interview preparation and language training.
- ***Coordinated messaging with Portfolio Department and communications to clients, partners and stakeholders***
- We have developed communications tools that will be used to appropriately inform clients, partners, stakeholders and suppliers beginning on Monday November 6, 2017.
- ***Stewardship of financial resources pending eventual transfer of P3 Project Portfolio responsibilities and related financial management and reporting***
- We have added General Counsel as signing authority and engaged Canadian Commercial Corporation ("CCC") Internal Audit to review and sign off on all payrolls.
  - We continue effective stewardship of the P3 Project Portfolio including compliance audits, and ensure that all financial matters including reporting are managed in accordance with best practices;
- ***Responsible disposition of lease and other office assets***
- Consultations have taken place with our landlord to discuss options to mitigate our liability for the duration of the lease term. These options have been explained in more detail in TAB C
  - Office supplies contracts such as photocopiers, phones, cellphones need to be terminated.
  - Consultations have taken place with the provider of our office furniture and equipment and three options were presented regarding the sale and removal of the goods. We have not moved forward with the presented options until formal notice is given by the Minister and our office space is subleased to ensure the space remains aesthetically appealing to potential tenants.

- Consultations have been and continue to take place with Library and Archives Canada concerning any information of national significance; with the Canadian Commercial Corporation (as our service provider) on matters involving IT assets and certain HR files.

## PROCEDURAL STEPS TO DISSOLUTION

1. 
2. ON DECEMBER 6, 2017 BOARD TO PASS A RESOLUTION INSTRUCTING THE CORPORATION TO FILE AN INTENT TO DISSOLVE EFFECTIVE ON JANUARY 1, 2018.
3. CORPORATION TO FILE THE INTENT TO DISSOLVE CERTIFICATE ON JANUARY 1, 2018 AND WILL CEASE ALL BUSINESS OPERATIONS.
4. CORPORATION TO LIQUADATE ALL ASSETS BY MARCH 31, 2018.

## OTHER CONSULTATIONS•

We will commence discussions with Treasury Board Secretariat and Department of Finance with respect to the eventual transfer of responsibilities, resources, and authorities, and the necessary preparations to do so.

# Table of Contents

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1. Claim Substantiation Note
2. Payment Conditions Checklist
3. Claim Request from Client and Written Certification
4. Eligible Construction Cost
  - a. Excerpt from Financial Model showing total
5. Eligible Public Sector Implementation Costs
  - a. List of Invoices
  - b. Sample of Invoices
  - c. Proof of Payment
  - d. Jurisdiction's ledger showing funds have left account
6. Independent Certifier/Independent Engineer Report
7. Substantial Completion/Final Completion Certificate(s)
8. Confirmation of Validity of Written Certification (E-mail)
9. Mellon Tickets
10. Confirmation of Receipt of Test Funds and Final Payment
11. Additional Documentation: FA Amendments, PA Amendments, Change Orders/Variations
12. Post-Close Checklist

**P3 Canada Fund Claim Payment Approval Routing Slip**

**Document: Claim Payment Approval for the XXX Project**

***Prepared & Recommended by:***

Errol Lobo  
Director, Finance, Risk & Administration

☐ \_\_\_\_\_  
Date: \_\_\_\_\_

***Concurred by:***

Michael Mills  
VP, Investments

☐ \_\_\_\_\_  
Date: \_\_\_\_\_

Kim Butler  
VP, Strategy, Project Development

☐ \_\_\_\_\_  
Date: \_\_\_\_\_

Greg Smith  
CFO  
VP, Finance, Risk, Admin.  
VP, Strategy & Organizational Development

☐ \_\_\_\_\_  
Date: \_\_\_\_\_

***Approved by:***

John McBride  
CEO

☐ \_\_\_\_\_  
Date: \_\_\_\_\_

**COMMENTS:**

Attached is the claim request from XXX for the XXX Project. The claim is for a total of \$XXX which will be reduced by the test payment of \$XXX.

Once you have signed the attached documents please return to XXX for completion.

XXX Project Payment Conditions Checklist  
Aligned with Section 7.2 of the Financial Agreement

Payment Conditions – Financial Model and Written Request	
The Jurisdiction shall provide PPP Canada with Project Co's Financial Model;	
A written request for disbursement from the City accompanied by:	
Payment Conditions – Eligible Construction Costs	
<p>A written certification from the City's Representative confirming that to the best of the City's Representative's knowledge after due inquiry, as of the date of making the written request for payment:</p> <ol style="list-style-type: none"> <li>1. Project Co. is entitled to be paid or has already been paid the Eligible Costs claimed pursuant to the Project Agreement;</li> <li>2. that the Eligible Costs claimed by the City have been incurred and are consistent with the Financial Model or payments required pursuant to the Project Agreement;</li> <li>3. the representations and warranties confirmed or made in this Agreement by the City are true and correct with the same effect as though such representations and warranties have been made on and as of the date of the written request for payment;</li> <li>4. all covenants and other obligations of the City pursuant to this Agreement to be performed or complied with as of the date of the making of the payment have been performed or complied with as of the date of the written request for payment;</li> <li>5. no act or thing does or may materially and adversely affect the Project or the ability of the City to perform their obligations under this Agreement; and</li> <li>6. no Default has occurred and is continuing.</li> </ol>	



A certified and true copy of the Independent Certifier's payment certification pursuant to [relevant Section of the Project Agreement];	
A certified and true copy of any notice of non-conformance and list of minor deficiencies, if applicable; a copy of such documentation and/or information as may be reasonably requested by PPP Canada to support the claim for payment of Eligible Costs.	
Payment Conditions – Public Sector Implementation Costs	
<p>A written certification from the City's Representative confirming that to the best of the City's Representative's knowledge after due inquiry, as of the date of making the written request for Payment:</p> <ol style="list-style-type: none"> <li>1. that the Eligible Costs claimed by the City are Public Sector Implementation Costs that have been actually and properly incurred by the City;</li> <li>2. the representations and warranties confirmed or made in this Agreement with respect to the City are true and correct with the same effect as though such representations and warranties have been made on and as of the date of the written request for payment;</li> <li>3. all covenants and other obligations of the City pursuant to this Agreement to be performed or complied with as of the date of the making of the payment have been performed or complied with as of the date of the written request for payment;</li> <li>4. no act or thing does or may materially and adversely affect the Project or the ability of the City to perform its obligations under the Project Agreement; and</li> <li>5. no Default hereunder with respect to the City has occurred and is continuing.</li> </ol>	
A listing of all invoices provided to the City for Public Sector Implementation Costs, of which PPP Canada will select a sample, advise the City of the sample and the City will provide to PPP Canada a copy of the invoice and the proof of payment of	

the sample.	
Payment Conditions – Written Certification Validation	
Immediately prior to issuing the requested payment, PPP Canada shall electronically notify the City and the City shall forthwith, by return electronic communication,	
<ol style="list-style-type: none"> <li>1. either confirm the validity of the circumstances in the certification, at which time PPP Canada shall issue the payment, or</li> <li>2. indicate the changes to the circumstances in the statutory declaration and also provide a plan setting out how the issues will be addressed, to the reasonable satisfaction of PPP Canada and agreement of both Parties. On approval of the plan by both Parties, PPP Canada shall issue the payment.</li> </ol>	

Confirmed by:

\_\_\_\_\_

Date

\_\_\_\_\_

Reviewed by:

\_\_\_\_\_

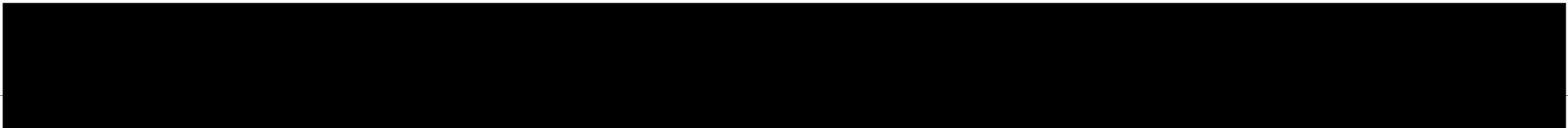
Date

\_\_\_\_\_

## P3 Canada Fund Project Status

Updated: Nov 6, 2017

### Risk Rating Scale:



### Projects to which Payments are made:

Project	Key Contact	MC Schedule	MC Expires	Payments	Compliance Audit	Next Steps	Notes/Risk Items
Chief Peguis Trail Extension		• MC no longer required	Expired		Completed September 2013	• Annual Report due June 2018	
Evan Thomas Water/Wastewater		• MC no longer required	Expired		Completed March 2016	• Annual Report due June 2018	
Sudbury Biosolids Management Facility		• MC no longer required	Expired		Completed June 2015	• Annual Report due June 2018	

AMT Lachine Maintenance Facility		<ul style="list-style-type: none"> <li>MC no longer required</li> </ul>	Expired		Expected Nov 2017	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	
BC Eastside Housing		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held Feb 2018 to close out obligation</li> </ul>	February 2018		Finalize audit December 2017	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	
North Saskatchewan River Bridge NEAHD		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held in person November 2017</li> </ul>	October 2018		On site May 19, 2017 Audit on-going, expected completion Finalize audit December 2017.	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	
Lincoln Station - Coquitlam		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held July 2017</li> </ul>	October 2018		Audit June 12, 2017 On-going; Finalize audit Finalize audit December 2017	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	
Barrie Transit Facility		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held November 2017 to close out obligation</li> </ul>	24 months after Substantial Completion November 2017		On-going; expected completion Finalize audit December 2017	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	

ATIA - 19(1)	ATIA - 21(1)(a)
ATIA - 18(a)	ATIA - 21(1)(c)

Lac La Biche		<ul style="list-style-type: none"> <li>Annually</li> <li>Next MC to be held in November 2017</li> </ul>	3 years after final completion Expected 2018		Finalize audit December 2017	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	
Kokish River Hydroelectric Project		<ul style="list-style-type: none"> <li>Annually</li> <li>Next MC to be held January 2018</li> </ul>	Expires when loan and interest is repaid		<ul style="list-style-type: none"> <li>N/A</li> </ul>	<ul style="list-style-type: none"> <li>Annual report due in 2018</li> </ul>	

**Projects to which Payments are expected to be made by March 2018:**

Project	Key Contact	MC Schedule	MC Expires	Payments	Compliance Audit	Next Steps	Notes/Risk Items
Regina Wastewater		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held in November 2017</li> </ul>	24 months after Substantial Completion Expected December 2018		On-going; expected completion January 2018	<ul style="list-style-type: none"> <li>Annual Report due in June 2018</li> </ul>	
Saskatoon COC		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held in December 2017</li> </ul>	24 months after Substantial Completion  December 2018		On-going; expected completion December 2017	<ul style="list-style-type: none"> <li>Annual Report due in June 2018</li> </ul>	

ATIA - 19(1)	ATIA - 21(1)(a)
ATIA - 18(a)	ATIA - 21(1)(c)

Project	Key Contact	MC Schedule	MC Expires	Payments	Compliance Audit	Next Steps	Notes/Risk Items
Go Transit ERMF		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held in November 2017</li> </ul>	36 months after Substantial Completion  (Expected December 2020)		Expected January 2018	<ul style="list-style-type: none"> <li>Annual report due in June 2018</li> </ul>	
Iqaluit Airport		<ul style="list-style-type: none"> <li>Monthly</li> </ul>	Expected Dec 2019  (24 months after SC is achieved)		Expected January 2018	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	
Surrey Biofuels		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held October 2017 (prior to expected completion)</li> </ul>	Expected October 2019  (24 months after SC is achieved)		Expected March 2018	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	

ATIA - 19(1) ATIA - 21(1)(a)

ATIA - 18(a) ATIA - 21(1)(c)

**Projects to which Payments are expected to be made after March 2018:**

Project	Key Contact	MC Schedule	MC Expires	Payments	Compliance Audit	Next Steps	Notes/Risk Items
Edmonton LRT		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held in November 2017</li> </ul>	36 months after SC is achieved		Expected January 2021	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	
Hamilton Biosolids		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held in November 2017</li> </ul>	36 months after SC is achieved (Expected October 2022)		Expected November 2019	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	
Stoney Natural Gas Bus Maintenance Facility		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held in November 2017</li> </ul>	Expected January 2022 (36 months after SC is achieved)		Expected February 2019	<ul style="list-style-type: none"> <li>Schedule MC for June 2017</li> <li>Annual Report due June 2018</li> </ul>	
Saint John Water Treatment		<ul style="list-style-type: none"> <li>Next MC to be held in November 2017</li> </ul>	Expected November 2021 (36 months after SC is achieved)		Expected January 2019	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	

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	ATIA - 19(1)	ATIA - 21(1)(c)

Project	Key Contact	MC Schedule	MC Expires	Payments	Compliance Audit	Next Steps	Notes/Risk Items
SW Transit Way and Pembina Highway Underpass		<ul style="list-style-type: none"> <li>Annually</li> <li>Next MC to be held July 2017</li> </ul>	Expected November 2022		Expected December 2019	<ul style="list-style-type: none"> <li>Annual Report due June 2018</li> </ul>	
			(36 months after SC is achieved)				
Regina Bypass		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held in October 2017</li> </ul>	24 months after Substantial Completion  Expected October 2021		<ul style="list-style-type: none"> <li>Expected November 2019</li> </ul>	<ul style="list-style-type: none"> <li>Annual Report due in June 2018</li> </ul>	



ATIA - 19(1) ATIA - 21(1)(a)

ATIA - 18(a) ATIA - 21(1)(c)

Project	Key Contact	MC Schedule	MC Expires	Payments	Compliance Audit	Next Steps	Notes/Risk Items
North Commuter Parkway and Traffic Bridge		<ul style="list-style-type: none"> <li>Semi-annually</li> <li>Next MC to be held in November 2017</li> </ul>	36 months after Substantial Completion  Expected October 2021		<ul style="list-style-type: none"> <li>Expected November 2018</li> </ul>	<ul style="list-style-type: none"> <li>Annual report due in June 2018</li> </ul>	

**Projects with Financial Agreements yet to be signed:**

Project	Key Contact	MC Schedule	MC Expires	Payments	Compliance Audit	Next Steps	Notes/Risk Items
Tłıchq All Season Road Project		<ul style="list-style-type: none"> <li>Semi-annually</li> </ul>	36 months after SC is achieved		<ul style="list-style-type: none"> <li>Expected January 2021</li> </ul>	The RFP is anticipated to be released in December 2017. PPP Canada and the GNWT are currently working towards completing a Financial Agreement.	
Biosolids Energy Centre (CRD) Victoria		<ul style="list-style-type: none"> <li>Semi-annually</li> </ul>	36 months after SC is achieved		<ul style="list-style-type: none"> <li>Expected November 2019</li> </ul>	PPP Canada and the CRD are currently working towards completing a Financial Agreement.	

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ATIA - 21(1)(c)

Project	Key Contact	MC Schedule	MC Expires	Payments	Compliance Audit	Next Steps	Notes/Risk Items
						RFP open period has closed; CRD is evaluating technical and financial submissions, a Preferred	
						Proponent will be selected in December 2017.	

DCC – Direct Construction Costs

PSIC – Public Sector Implementation Costs

MC – Management Committee

FM – Financial Model

## Claim Substantiation XXX and XXX Costs on the XXX Project

### Overview of the Project

*Insert project description.*

The project reached Substantial Completion on XXX.

### PPP Canada Contribution

PPP Canada's Contribution is to support Eligible Construction Costs (\$XXX) and Eligible Public Sector Implementation Costs (\$XXX).

*Insert details of 3.1 of Financial Agreement and any other relevant details.*

### Eligible Construction Costs and Eligible Public Sector Implementation Costs

*Insert details of Substantial Completion Payment and Project Implementation Costs.*

### Actual Costs

Public Sector Implementation Costs	
Eligible Construction Costs	
Claim	

**\*\* Insert any Notes that are relevant or unique to the project.**

## Eronat, Leah (INFC)

---

**From:** Greg Smith <Greg.Smith@p3canada.ca>  
**Sent:** February 16, 2018 10:46 AM  
**To:** Eronat, Leah (INFC); Alex Jeglic; Timothy J. MacDonald  
**Cc:** Boileau, Darlene (INFC); Thomas2, Nicole (INFC)  
**Subject:** RE: PPP Plans - amended

Hi Leah,

I'm good with the edits.  
Greg

### Greg Smith

PPP Canada | [www.p3canada.ca](http://www.p3canada.ca)

Vice President, Finance, Risk, Administration and Chief Financial Officer

Vice président, Finances, gestion du risque, administration et Dirigeant principal des finances

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**From:** Eronat, Leah (INFC) [<mailto:leah.eronat@canada.ca>]  
**Sent:** Friday, February 16, 2018 10:15 AM  
**To:** Greg Smith; Alex Jeglic; Timothy J. MacDonald  
**Cc:** Boileau, Darlene (INFC); Thomas2, Nicole (INFC)  
**Subject:** PPP Plans - amended

Hi Greg,

Here are the amended docs. I have both sets of budgets in the one Excel file on different worksheets. After you've reviewed I'll copy/paste them into the Word versions of the Plans.

The changes to the Corporate Plan docs themselves are as follows:

- 16-17 plan: changes on title page and page 8
- 17-18 plans: Tab 5a doc on page 1 (title and last para on the page)  
Transition Management Plan (added text to last para on page 1)

Please confirm asap that you have reviewed and are ok with the changes or let me know if any other changes should be made.

Thank you

**Leah Eronat**

Senior Advisor to the ADM | Conseillère principale à la SMA

Corporate Services | Services ministériels

Infrastructure Canada

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# **Corporate Plan for PPP Canada**

**2017-18 to 2021-22**

## **Introduction**

This Transition Plan conveys our considered approach to conducting a responsible and significant reduction in corporate capacity and resources. The transition actions noted herein are recommended in light of significant decisions, reflected in recent federal budgets and elsewhere that seriously affect the Corporation's business lines and resources.

The overarching goal of this transition activity is to implement these reductions in ways that:

- Reflect professional excellence, best practices, and sound stewardship of public resources;
- Maximize benefits to the shareholder with respect to investments made in human capital, intellectual property, and P3 projects;
- Respect relationships with clients, partners, and stakeholders established over the past eight years;
- Provide support to staff and facilitate their relocation within the federal sector.

Our commitment is to realize the goal of this transition in a timely, effective, and resource-efficient way, ensuring that our actions align with and support the priorities and best interests of the Government.

This Transition Plan is organized into three sections:

- Part A – Provides background and context on our approach to planning and the structure of our four business lines;
- Part B – Identifies and assesses key factors in the external business environment that pose significant implications, including existential questions, about our business lines; and,
- Part C – Provides a high level summary of actions we are taking in each business line to responsibly respond to and manage the consequences of these key implications.

It should be noted that this plan is focussed on FY 2017-18, the year of dissolution. There are no operating costs or capital costs forecasted after March 31 2018, as the corporation is expected to be dissolved.

## Part A. Background and Context

Since becoming operational in early 2009, PPP Canada has defined itself as an organization that carefully understands its mandate and plans its business. We view this planning as integral to best practices in corporate governance and we invest in regular and disciplined planning with our executive team and business units.

Our planning is predicated on taking into consideration important factors identified through scanning the business environment, including Government priorities and decisions, and addressing them in our corporate plans and implementation strategies. In doing so we look to direction and feedback from our Minister and Portfolio department and to priorities and decisions reflected in federal budgets and economic updates, ministerial statements and speeches, and so on.

Over time and with accrued experience we have evolved these four business lines to fulfil our mandate:

- ***P3 Canada Fund support to other levels of government*** – This has included development of the national market for P3s, reviewing hundreds of P3 project proposals through eight annual rounds, and on the basis of the Fund's eligibility criteria and rigorous P3 financial analysis, recommending *Fund* investments of some \$2.5B in 25 approved P3 projects totalling approximately \$6.6B in value.

These P3 projects are located across Canada, including in First Nations communities. It is estimated that using the P3 procurement model has saved provincial and municipal governments and their taxpayers over \$1.9B on these infrastructure projects compared with traditional procurement options;

- ***Federal sector P3 expert advisory services*** – These services have included supporting numerous federal organizations with implementing the *2012 Treasury Board Guideline* for large-scale, federal infrastructure projects.

In particular this business line has involved providing P3 financial expertise and analysis services to federal entities and to Treasury Board Ministers, to assist with making decisions about large federal investments in public infrastructure using P3 procurement. Notable recent examples of this include the [REDACTED] *New Champlain Bridge Corridor (NCBC)* project in Montreal procured as a P3, the *Gordie Howe International Bridge*, *CBSA Land Border Crossings*, *LAC Archival Preservation Centre*, *DND Val Cartier Water Treatment Project* and PSPC's major federal projects including the *Energy Supply and Acquisition Project (ESAP)*, *Parliamentary Precinct Block 2*, the *Federal Science and Technology Infrastructure Initiative (FSTII)* and the *Enterprise Approach to Security Infrastructure* study;

- ***P3 knowledge development and sharing services*** – The creation of P3 knowledge products, in the relatively new field of public policy involving large scale public infrastructure and the

P3 procurement model, has gone well beyond basic P3 proof-of-concept-era research to the actual development, publication and sharing of practical P3 methodologies with partners across all levels of government.

This business line has an interactive and substantive relationship with the above two business lines as it relies upon them for expertise in targeting which P3 knowledge products are required and identifying related P3 content to be developed. The resulting body of P3 knowledge supports P3 project analysis and investment due diligence, and through various knowledge transfer measures we support P3 capacity-building with our public and private partners;

- **Corporate excellence** – This business line enables the above three business lines with a full set of essential corporate services: financial management, treasury stewardship, HR services for the staff cadre, marketing and communications, legal support, IM/IT services, and a full range of administrative services.

As well, this business line includes management of the portfolio of P3 *Canada Fund* projects referred to above, pertaining to federal interests and investments. This involves ongoing project oversight relationships with project authorities in other levels of government and managing longer term performance-based project payment schedules.

In accord with the framework of legislation applicable to Crowns, the results of our corporate plans and business lines are reported, through our Board, to the Government and the public e.g., via our Annual Report, Annual Public Meeting, Quarterly Financial Reports, publication of our P3 knowledge products, reporting under the legislative Acts, website information, and so on. It is of note that a recent *Special Examination* conducted by the Auditor General of Canada looked at activity in all four of our business lines and found no significant deficiencies.

It is clear from our mandate and the above business lines that PPP Canada is a knowledge-intensive, service-focused enterprise that operates with the goal of helping to define and attain the highest and best public interest through P3 procurement of large scale public infrastructure. We achieve this with a relatively small workforce of highly qualified and motivated people, underpinned by a strong corporate culture and professional values. The present status of these four business lines, along with the transition activity planned for each of them including our workforce, will be further discussed in Parts B and C of this Transition Management Plan.



## Part B. Assessment of the Business Environment and Planning Implications

PPP Canada has carefully assessed the business context, by examining recent Government priorities and decisions, and by looking ahead in fiscal year 2017-18 and beyond. There are a number of key factors from which we can deduce evidence and facts that will determine the future of our business lines and workforce. The more relevant and consequential of these include:

- ***Ongoing uncertainty as it pertains to a future role for PPP Canada*** - Since early 2016 PPP Canada has been operating in a general environment of uncertainty with respect to a future role in the Government's long-term infrastructure plans. Unlike in previous federal budgets over the past decade, there was no profile for P3s or PPP Canada in *Budget 2016*.

We anticipated clarity with respect to a future role for PPP Canada from the *Fall Economic Statement 2016* and *Budget 2017*, or directly from the Portfolio department, however to date this has not been the case. The uncertainty continues, however there have been priorities and decisions reflected in these policy documents that have an impact on the Corporation;

- ***Budget 2016 infrastructure funding decisions*** – While *Budget 2016* did not indicate a future role for PPP Canada, it included several elements affecting the Corporation's planned and existing business:
  - ***Public transit funding*** - The Government decided not to proceed with implementation of a \$1B per year *Public Transit Fund* announced in *Budget 2015*. Rather, *Budget 2016* announced creation of a new *Public Transit Infrastructure Fund* to disburse \$3.4 B over three years.

At the time of *Budget 2015*, PPP Canada was identified as the federal delivery arm for the *Public Transit Fund*, and plans and capacity were adjusted to take on this role. There has been no role assigned to PPP Canada with respect to the new *Public Transit Infrastructure Fund*.

Consequently organizational preparations to assume public transit fund responsibilities were stood down, staff capacity was realigned, and the lead executive assigned to public transit was subsequently recruited to a senior position with another federal Crown.

- ***Removal of the P3 Program Screen for federal programs*** – This decision was associated with *Budget 2016* priorities and intended to facilitate rapid delivery of Phase 1 (the initial two-year component) of the infrastructure investment plan. This decision eliminated the need for federal organizations, primarily INFC, to consult with PPP Canada on the applicability of the P3 Screen in determining best value infrastructure procurement options for large-scale infrastructure projects under various funding programs;
- ***Suspension of P3 Canada Fund resource allocations*** – Funding allocations for the *P3 Canada Fund*, for fiscal years 2015-16 and 2016-17, were suspended pending further

decisions with respect to Phase 2 (the longer term, strategic component) of the infrastructure investment plan announced in *Budget 2016*. These planned funds were not received. As well, the ten year funding profile in *Budget 2017* indicates no plans to continue funding for the *P3 Canada Fund*.

This decision effectively signalled the end of the *P3 Canada Fund* and this major business line for PPP Canada i.e., developing a pipeline of large-scale P3s with other levels of government across the country, and selecting and investing in those projects meriting federal support.

As a result, no new application Rounds of the *P3 Canada Fund* have been initiated, and work-in -progress with other levels of government on the development of promising P3 projects in the pipeline has been managed down. Responsibility for longer term management of the approved P3 project portfolio continues. This portfolio has future payment liabilities of some \$1.3B for which PPP Canada has matching resources to fund these liabilities.

- ***Impact of transfer to the Infrastructure and Communities Portfolio*** – Budget 2016 included the decision to review institutional delivery mechanisms for infrastructure programming and consider new options. It also included the decision to transfer PPP Canada from the central Finance Portfolio to the more operational Infrastructure and Communities Portfolio.

PPP Canada's mandate requires it to provide a source of objective P3 expertise to departments and agencies across the federal sector, including to INFC. We deliver P3 advisory services and expertise that support the 2012 *Treasury Board Guideline on P3s* designed to encourage disciplined spending and value-for-money decision-making with respect to large-scale federal infrastructure procurement. Our services include providing objective analysis and advice to Treasury Board Ministers on high priority federal P3 infrastructure projects.

Operationalizing this mandate over the past five years, including operating with a whole-of-government and objective perspective in the provision of our P3 advisory services and the transfer of P3 knowledge, was facilitated by the Corporation being part of a centrally-oriented Portfolio.

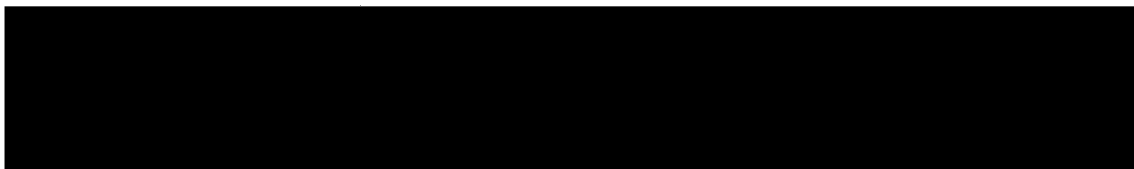
Although there remains strong demand for our federal P3 advisory services, as indicated by our cost recovery, we have not seen evidence that our current Portfolio department is interested in this federal sector mandate being continued. In addition, in light of the impact of continuing uncertainty on workforce retention, we can no longer give federal

clients a dependable, multi-year commitment of P3 expertise which is required by these types of large-scale, complex, and longer term federal infrastructure projects.

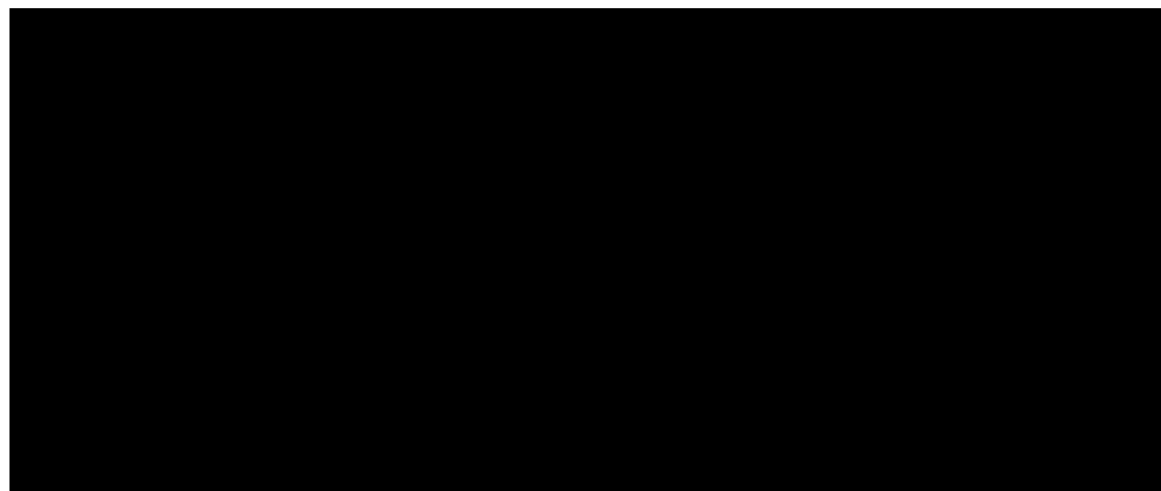
We are proactively managing this situation with our federal clients. They are aware of the uncertainty with respect to the Corporation's future, and that accordingly our federal P3 advisory services business line is being managed down commensurate with the reduction in staff capacity and our clients' best interests.

- ***Creation of the Canada Infrastructure Bank (CIB)*** – This decision was foreshadowed in *Budget 2016* and announced in the *Fall Economic Statement 2016*. It has since been further elaborated in Bill C-44 to implement *Budget 2017*, which contains the proposed *Canada Infrastructure Bank Act*. It was recently announced that the CIB will be located in Toronto.

PPP Canada has actively supported creation of the CIB, from concept to implementation. We have done so during 2016 and 2017 through provision to INFC of technical papers on a wide range of topics intended to help inform the process of creating the CIB, through its participation in the Interim Project Advisory Group for the Canada Infrastructure Bank, and through supporting analyses of project proposals for potential consideration by the new CIB



While there has been no specific direction to PPP Canada concerning this, it is probable that creation of the CIB will obviate the requirement for PPP Canada. There is a widespread expectation in the federal sector that the CIB will, in fact, supplant PPP Canada, and we have seen no information that would lead us to expect otherwise;



PPP Canada is recognized as a robust source of public interest-driven P3 intellectual capital by the federal public sector, and by the national and international P3 community. Expectedly, other federal entities with infrastructure delivery or related responsibilities (e.g., INFC, PSPC, DND, TBS, Finance, and others) have actively been recruiting our staff. Given the circumstances, we have been proactively managing this situation by providing full support to staff and cooperation with these entities in order to retain this talent base in the federal sector.

- **Other indicators** – There are several other indicators from which we can reasonably infer implications for PPP Canada. These include:
  - **Corporate Plan** - The Government has not approved a corporate plan for PPP Canada since May 2015;
  - **Board Chair** - The term our Board Chair, Tony Comper, ended in early March 2017, and there has been no indication that a replacement is being sought; and,
  - **Corporate facilities** – As we are in the process of a transparent down-sizing exercise, the Treasury Board Secretariat has recently expressed an interest in taking over PPP Canada's office space lease and furnishings.

Therefore, while specific decisions by the Government about PPP Canada's future role as a federal Crown have not been communicated, and may not yet have been reached, it is reasonable to take appropriate measures in light of the above assessment of the current and forward business environment and the cumulative impacts on the Corporation's business.

There is no apparent scenario in which a viable future for the Corporation can realistically be envisioned. The remainder of this transition plan conveys strategies and actions to effect a responsible and timely reduction of the Corporation's business and capacity, pending explicit guidance from the Minister. In doing so we are committed to protecting the best interests of the shareholder, preparing and supporting federal sector partners for the orderly transfer of specific residual duties from PPP Canada, and fulfilling our legal and ethical responsibilities as employer.

## **Part C. Planned Transition Activity by Business Line**

This section of the Transition Plan addresses the key transition activity, in-progress and that will be conducted over the next few months, to “right-size” the Corporation in accord with the reductions to its operational mandate and funding identified in Part B. This part of the Plan is organized, by business line, as follows:

1. *P3 Canada Fund support to other levels of government;*
2. *Federal sector P3 expert advisory services;*
3. *P3 knowledge development and sharing services* – including packaging and transfer of the associated P3 intellectual property;
4. *Corporate Excellence* – including our HR reduction plan

### **1. Transition activities for P3 Canada Fund support to other levels of government**

The activities below will ensure the effective wind-down and transfer of the Corporation’s responsibilities under this business line.

- ***P3 Canada Fund project development and investment work has concluded*** – Further to *Budget 2016*, there have been no new rounds for applications, national P3 outreach work with other levels of government has not been pursued, and no new projects from past rounds have been taken to the Board;
- ***P3 Canada Fund portfolio management*** – This is the focus of our transition activity related to the *P3 Canada Fund*. As noted, this portfolio includes 25 projects, 23 of which are well advanced i.e., past financial close and into construction and operation, with financial agreements in place and audits being done. There are two projects in the procurement stage and we are looking at ways to mitigate associated risks. There are ongoing/future performance-based payment liabilities of approximately \$1.3B over the next five years. We are retaining the key expertise to manage this portfolio, including communications with clients, until decisions are made with respect to transfer of this responsibility.
- ***Support to the Interim Project Advisory Group for the CIB*** - Support to the Advisory Group has been provided for the past year, with the involvement of approximately 15% of PPP Canada staff, including VP level representation on the Advisory Group. Analysis and advice has been provided as requested on potential project proposals for the CIB, as well as other direct support e.g., advisory and specialist contracting assistance on REM project. INFC now has an operational CIB Transition Office. The Deputy Minister was advised in early May that our capacity to continue to provide support will diminish with staff departures.

## **2. *Transition activities for federal sector P3 expert advisory services;***

The activities below will ensure the effective wind-down and transfer of the Corporation's responsibilities under this business line.

- Exit strategies have been developed with all federal clients (other than PSPC) to ensure that at the appropriate stage of the project, our services will be discontinued. We are advising clients on alternative sources of P3 expertise. This activity will be completed by the end of June;
- We are taking a similar approach with PSPC projects and we expect to be out of all PSPC client work by the end of September. We have been working closely with senior management at PSPC to effect transfers of PPP Canada staff to PSPC to provide a critical mass of P3 expertise for several large-scale, federal P3s that are a priority for the Government;
- In addition to the transfer of intellectual capital to PSPC, we will also transfer the intellectual property we have developed on P3s as it pertains to the federal sector. This involves numerous KDS products;
- As well, we will brief the federal CFO Community of Interest on P3s, established by PPP Canada and including TBS and OCG representatives, on our exit from this business line and the resulting implications for their organizations.

## **3. *Transition activities for P3 knowledge development and sharing services***

The following activities are designed to manage down this business line by December 31, 2017.

- Given the status noted above of our two operational business lines, no new knowledge development projects are being undertaken;
- Our overall strategy is to maximize the public benefit of the investment that has been made in creating our P3 knowledge products;
- We are presently creating an inventory of our KDS products which will be reviewed by Legal Services from an intellectual property perspective, and with respect to any commercial confidentiality concerns;
- As well we are identifying those entities to which we may potentially transfer our knowledge products in the federal sector, in other levels of government, and in the domestic and international P3 stakeholder community;

- Our knowledge products will be packaged accordingly and shared with the designated recipients by the end of the year.

#### **4. *Transition activities for the Corporate Excellence business line***

The activities noted below will ensure the effective wind-down and transfer of the Corporation's responsibilities under this business line.

- ***Managing our workforce during this transition***
  - By June 30, 2017, we expect to have carefully managed down the workforce to 25 to 30 people, about half of our workforce. This will be accomplished, for the most part, by transfers to other federal entities (as noted earlier);
  - By September 30, 2017, we expect to have reduced the workforce to about 10 to 15 people who have not yet been placed. In the interim we are providing support to these employees in various ways to assist with their employment search activities. Of this group, some will be surplus to operational requirements and in due course will receive employment termination notices; a few of these employees with key skills will be retained into fiscal year 2017-18;
  - We are presently consulting with an external employment law expert and with Sheila O'Brien, as an independent expert in workforce capacity management, to provide advice on how best to effect employment termination or retention depending on the situation, to ensure that our practices are in accord with legal requirements and precedent, and best principles and practices.
  - We have identified key skills requirements, key staff, and contract resources, to ensure that the Corporation retains the essential core financial stewardship, portfolio project management, legal, and human resource management skills during transition.
- ***Coordinated messaging with Portfolio Department and communications to clients, partners and stakeholders***
  - We are presently developing communications and roll-out options that in coordination with the Portfolio at the earliest possible time will be used to appropriately inform clients, partners, stakeholders and suppliers that over the years have established professional relationships with the Corporation.

- ***Stewardship of financial resources pending eventual transfer of P3 Project Portfolio responsibilities and related financial management and reporting***
  - We are presently taking measures to secure the required financial capacity to ensure effective stewardship of the P3 Project Portfolio including audits as required and performance-based project payments, and to ensure that all financial matters including reporting are managed in accord with best practices;
  - Included in this transition activity will be discussions with the Treasury Board Secretariat and Department of Finance with respect to the eventual transfer of responsibilities, resources, and authorities, and the necessary preparations to do so.
- ***Responsible disposition of office assets***
  - Consultations have been and continue to take place with Library and Archives Canada concerning any information of national significance; with the Canadian Commercial Corporation (as our service provider) on matters involving IT assets and certain HR files; and, with PSPC and the TBS with respect to our facilities lease and related office assets.

#### **Next steps**

In line with guidance provided by the Board of Directors, we will proceed with implementing this transition plan as described. In doing so we will adhere to the goal and the principles set out in the introduction to this plan and will periodically provide progress updates to the Board.



## **Dissolution Plan for PPP Canada Inc.**

### **ISSUE**

**What steps must be taken and by whom for PPP Canada Inc. (PPP Canada) to successfully cease business operations by December 31, 2017 and ultimately dissolve on March 31, 2018?**

### **BACKGROUND**

PPP Canada is a federal Crown Corporation incorporated pursuant to the Canada Business Corporations Act and listed in Schedule III Part I of the Financial Administration Act. PPP Canada is a non-agent Crown Corporation but has been granted agency status for matters dealing with the provision of federal advisory services.

PPP Canada's last approved Corporate Plan was for fiscal year 2015-16 pursuant to OIC 215-0330 and the approved Plan also included the 5 year period from 2015-16 to 2019-20.

PPP Canada Management drafted a Transition Plan for the 2017-18 fiscal year which included measures for the Corporation to diligently and professionally reduce capacity and wind up all outstanding business matters awaiting further instruction from the Government of Canada. This plan does cover the planning period of 2017-18 to 2021-22 but there are no activities, operating costs or capital costs forecasted after March 31 2018, as the corporation is expected to be dissolved.

On June 7, 2017 PPP Canada's Board accepted the Transition Plan and recommended immediate implementation. This decision was communicated to the Minister [REDACTED]  
[REDACTED]

On October 30, 2017 the Minister wrote to the Board Chair informing the Chair of the Government's intent to dissolve the Corporation effective on March 31, 2018. The Minister also requested that PPP Canada deliver to him a plan by November 15, 2017 presenting an approach for the wind down of operations, the transfer of P3 Canada Fund projects to Infrastructure Canada (INFC) and a fulfillment of all outstanding employee entitlements.

On November 3, 2017 the Minister publicly announced the direction to PPP Canada to cease operations by December 31, 2017 and dissolve effective March 31, 2018.

### **PPP CANADA BOARD'S TRANSITION PLAN**

The Transition Management Plan (attached as Annex A) was designed to ensure responsible and significant reduction in corporate capacity and resources in ways that:

- Reflect professional excellence, best practices, and sound stewardship of public resources;
- Maximize benefits to the shareholder with respect to investments made in human capital, intellectual property, and P3 projects;
- Respect relationships with clients, partners, and stakeholders established over the past eight years;
- Provide support to staff and facilitate their relocation within the federal sector.

As a result of the Board's acceptance of the management's transition plan PPP Canada has already executed nearly all of the actions necessary to achieve a successful and orderly end to operations by December 31 and dissolution by March 31.

### **Transition Updates based on Business Lines**

This section of the Transition Plan addresses the key transition activities that have transpired since June 7, 2017 based on the following four business lines:

1. *P3 Canada support to other levels of government;*
2. *Federal sector P3 expert advisory services;*
3. *P3 knowledge development and sharing services – including packaging and transfer of the associated P3 intellectual property; and*
4. *Corporate Excellence – including our HR reduction plan.*

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### ***1. Transition activities for P3 Canada support to other levels of government***

The activities below have been completed to ensure the effective wind-down and transfer of the Corporation's responsibilities under this business line.

- ***P3 Canada Fund portfolio management*** – This was the primary focus of our transition for this business line. There is 1 project in our portfolio of 25 in the procurement stage without a final binding Financial Agreement. However, PPP Canada has already fully allocated the required project funding for the outstanding project pursuant to a conditional Financial Agreement in place with the applicant with an expected finalization of the Financial Agreement before December 31, 2017. PPP Canada will initiate conversations with all recipients in advance of formal novation of agreements expected in February/March. There are ongoing/future performance-based payment liabilities of approximately \$1.3B over the next five years. All 25 Agreements will need to be novated to INFC which requires consent from PPP Canada, the Recipient and INFC. PPP Canada can take the lead on drafting novation agreements unless instructed otherwise.
- ***P3 Canada Fund project development and investment work has concluded*** and no additional work shall be undertaken.
- ***Support to the Interim Project Advisory Group for the CIB*** - Support to the Advisory Group has been completed and no additional work shall be undertaken.

### ***2. Transition activities for federal sector P3 expert advisory services***

The activities below have been completed to ensure the effective wind-down and transfer of the Corporation's responsibilities under this business line.

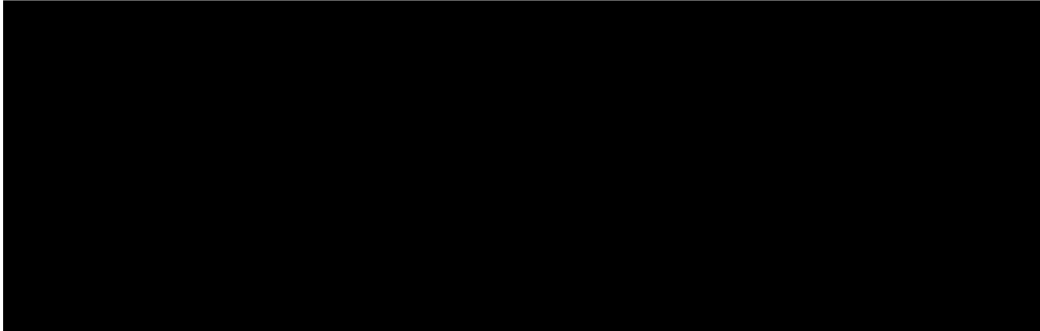
- Exit strategies have been formally communicated to our non-Public Services and Procurement Canada (PSPC) federal government clients and our services have been discontinued.
- Exit strategies with PSPC projects have been formally communicated and all work was discontinued by November 2, 2017;
- PPP Canada has commenced planning for a final CFO Community meeting including TBS and OCG representatives to discuss among other things our exit from this business line and the resulting implications for their organizations.
- PPP Canada has communicated with TBS and has come to learn that the Real Property Branch of PSPC will assume the responsibilities of PPP Canada in relation to the TBS Directive for Consideration of P3 Procurement in a Federal Project.

### ***3. Transition activities for P3 knowledge development and sharing services***

- PPP Canada has created an inventory of our Knowledge Development and Sharing (KDS) products and are identifying those entities to which PPP Canada will transfer our knowledge products in the federal sector, in other levels of government, and in the domestic and international P3 stakeholder community;
- PPP Canada has identified an internal resource to work with INFC to identify any KDS products of particular interest to INFC and will work with legal to insure appropriate transfer of Intellectual Property rights if required.
- Our KDS products will be packaged accordingly and shared with the designated recipients by December 31, 2017.

#### ***4. Transition activities for the Corporate Excellence business line***

The activities noted below will ensure the effective wind-down and transfer of the Corporation's responsibilities under this business line.

- ***Workforce update as of November 6, 2017***
  - PPP Canada has identified the key skills required to complete the dissolution process and accordingly retained 3 key staff, and contract resources, to ensure that the Corporation retains the essential core financial stewardship, portfolio project management, legal, and human resource management skills during transition through to March 31, 2018.
  - From a workforce of nearly 60 employees, PPP Canada has managed a reduction down to 12 employees that remain employed by the Corporation. Of these 12 employees, 1 is working under an MOU with PSPC and is expected to be retained by PSPC, 1 is the CEO of PPP Canada who is an OIC appointment and 3 have been strategically secured through retention agreements. The remaining 7 are still actively seeking employment and were given their notice of termination on October 27, 2017 and remain employed by the Corporation through their termination date on December 8, 2017.
  - 
  - The majority of those who have already ceased employment with PPP have found employment within the federal public service thanks to special efforts of departments, especially INFC and PSPC. As a result, PPP Canada's significant

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investment in the development of employees has been retained by the Government of Canada.

- PPP Canada continues to provide employees with on-site support for job search activities including résumé and covering letter review, marketing of available employees to other organizations, interview preparation and language training.

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- ***Coordinated messaging with Portfolio Department and communications to clients, partners and stakeholders***

- PPP Canada has developed communications tools that will be used to appropriately inform clients, partners, stakeholders and suppliers following INFC's communication to clients on Friday November 1, 2017.

- ***Stewardship of financial resources pending eventual transfer of P3 Project Portfolio responsibilities and related financial management and reporting***

- PPP Canada continues effective stewardship of the P3 Project Portfolio including compliance audits, and ensuring all financial matters including reporting are managed in accordance with best practices;

- ***Responsible disposition of lease and other office assets***

- PPP Canada is in discussions with QuadReal, PPP Canada's landlord, to discuss the termination of our liability for the duration of the lease term. The objective is to conclude discussions and terminate the lease prior to December 31, 2017, effective March 31, 2018. The Financial consideration required to terminate the lease is within the current operating financial resources of PPP Canada.
- Office supplies contracts such as photocopiers, phones, cellphones will be terminated.
- PPP Canada will itemize all Intellectual Property assets and will transfer any such assets pursuant to the sharing strategy identified in Section 3 above.
- PPP Canada requires an Order in Council to sell or otherwise dispose of all or substantially all of its assets as set forth in the *Jobs, Growth and Long-term Prosperity Act* S.C. 2012, c. 19.
- PPP will sell or otherwise dispose of all furniture, computers and software after the OIC described above is issued.
- Consultations are ongoing with Library and Archives Canada concerning retention of records with national significance.

- Consultations are ongoing with the Canadian Commercial Corporation (as our service provider) on matters involving IT assets and certain HR matters.
- Consultations will commence with Corporations Canada to discuss the filing of dissolution documents.

#### **NEXT STEPS TO ENSURE DISSOLUTION BY MARCH 31, 2018.**

Meetings have already occurred between PPP Canada's CEO/CFO and the DM of INFC. The CFOs of both PPP Canada and INFC have been identified as the leads to implement the Government's intention to dissolve PPP Canada. An initial meeting has occurred on November 6, 2017 and additional meetings are planned for the IM/IT and project/program issues. Collaboration will be the key to success and we are already seeing very positive interactions from INFC.

The following activities are planned to continue the process of ceasing business operations by December 31, 2017 and ultimate dissolution by March 31, 2018. Along with each activity is the party responsible for delivering on the activity (either PPP Canada or INFC):

1. [REDACTED]
2. On December 6, 2017 PPP Canada Board to pass a resolution instructing the Corporation to file an intent to dissolve to be filed on January 2, 2018. (PPP)
3. PPP Canada to file the intent to dissolve certificate on January 2, 2018 and will cease all business operations. (PPP)
4. [REDACTED]
5. Novate all PPP Canada project contractual agreements from PPP Canada to INFC by March 31, 2018. [REDACTED]
6. [REDACTED]
7. Corporation to liquidate all assets and satisfy all obligations effective March 31, 2018. [REDACTED]
8. Corporation to complete year-end financial statements, receive report of the joint auditors, have Board approve statements and accept audit report. (PPP)
9. Transmit final annual report to the Minister. (PPP)
10. All PPP Canada Board to resign after approval of annual report. (PPP)
11. Complete dissolution effective March 31, 2018. (PPP and INFC)

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**RECOMMENDATION**

That the suggested approach to dissolution is approved and that the CFOs of PPP and INFC are authorized to implement the approach.

